

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:
<b>In re</b>	:
	:
<b>GENERAL MOTORS CORP., et al.,</b>	:
	:
<b>Debtors.</b>	:
	:
-----X	

	<b>Chapter 11 Case No.</b>
	<b>09-50026 (REG)</b>
	<b>(Jointly Administered)</b>

**DECLARATION AND DISCLOSURE STATEMENT OF Joel Feinberg,  
ON BEHALF OF Sidley Austin LLP**

STATE OF \_\_\_\_\_ )  
Washington, D.C. ) ss:  
COUNTY OF \_\_\_\_\_ )

Joel Feinberg, hereby declares, pursuant to section 1746 of title 28 of the United States Code:

1. I am a Partner of Sidley Austin LLP, located at 1501 K Street, NW, Washington, DC, 20005 (the “**Firm**”).

2. General Motors Corporation and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases ( collectively, the “**Debtors**”), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these

chapter 11 cases. Except as provided in Schedule A, the Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

6. The Debtors owe the Firm \$5,370 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed on September 9, 2009.

By: \_\_\_\_\_



Schedule A

The Firm represents a consortium of lenders (the "TPC Lenders") in connection with a sale-and-leaseback arrangement entered into by GM in 1999 and restated in 2004 concerning facilities occupied and operated by GM in White Marsh, Maryland and Memphis, Tennessee. The Firm's representation of the TPC Lenders, which dates back to 2004, included pursuit of certain limited objections to the sale of GM's assets and the negotiated resolution of such objections, and the representation is ongoing with respect to the TPC Lenders' claims.

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<b>GENERAL MOTORS CORP., et al.,</b>	:	<b>09-50026 (REG)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
-----X		

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY GENERAL MOTORS CORPORATION OR ANY OF ITS DEBTOR SUBSIDIARIES (collectively, the “**Debtors**”)

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Russell B. Brooks

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Sidley Austin LLP, 1501 K Street, NW, Washington, DC, 20005

2. Date of retention:

Initial retained in 2001. Have performed services on an ongoing basis since that time.

3. Brief description of services to be provided:  
  
Bank regulatory advice in connection with subsidiary depository institutions
4. Arrangements for compensation (hourly, contingent, etc.):  
  
hourly
  - (a) Average hourly rate (if applicable):  
  
For 2009, weighted average of approximately \$600
  - (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):  
  
For the 12 months prepetition, approximately \$12,500 per month
5. Prepetition claims against the Debtors held by the firm:  
  
Amount of claim: \$5,370  
  
Date claim arose: 11/18/08  
  
Source of Claim: ordinary course legal services
6. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:  
  
Name: None  
  
Status: N/A  
  
Amount of Claim: \$ N/A  
  
Date claim arose: N/A  
  
Source of claim: N/A

7. Stock of the Debtors currently held by the firm:

Class of shares: None

No. of shares: N/A

8. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

\*\*I am not aware of any member, associate or professional employee of the firm

who currently holds stock of the Debtor. The firm has over 1,500 lawyers and

several hundred other professional employees and I have no way of reliably

ascertaining this information without substantial burden.\*\*

Name: \_\_\_\_\_

Status: \_\_\_\_\_

Class of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None.

11. Name of individual completing this form:

Joel Feinberg